

Electronically Recorded

Tarrant County Texas

Official Public Records

12/1/2010 2:27 PM

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PGS 3 \$24.00

Submitter: SIMPLIFILE

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

10570689

STATE OF TEXAS §

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KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT §

AMENDMENT TO OIL AND GAS LEASEElectronically Recorded
Chesapeake Operating, Inc.

This Amendment of Oil and Gas Lease ("Amendment") is executed by James D. Fordyce, whose address is 718 Heatherglen Drive, Southlake, Texas, 76092 ("Lessor"), and Chesapeake Exploration, Ltd., the address of which is P. O. Box 18496, Oklahoma City, Oklahoma 73154-0496 and Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002 (collectively, "Lessee") for the purposes and considerations hereinafter expressed.

WHEREAS, Lessee is the current owner of the interest in and under that certain oil and gas lease (the "Lease") dated September 23, 2008 from Lessor to Four Sevens Energy Co., LLC., recorded as document number D208412036, Real Property Records, Tarrant County, Texas.

WHEREAS, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake Exploration, L.L.C.'s working interest in the aforementioned Lease and both desires to amend the Lease as follows.

1. Paragraph 8 is hereby **deleted** in its entirety and **replaced** by the following new Paragraph 8:

"8. Notwithstanding the provisions of Paragraph 4 of the lease, if Lessee shall pool all or part of the Leased premises, any unit so formed shall not exceed **640 acres each plus a tolerance of ten percent (10%)**, unless it is stipulated/required by the Texas Railroad Commission or otherwise agreed in writing by Lessor."

2. In the event of a conflict between the terms and provisions of this Lease Amendment and the terms and provisions of the Lease, the terms and conditions of this Lease Amendment shall prevail as to the extent of such conflict.

3. This Lease Amendment shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

4. This Lease Amendment may be signed in any number of counterparts, each of which shall be considered an original for all purposes, with the same effect as if the signatures thereto and hereto were upon the same instrument.

EXECUTED on the date(s) subscribed to the acknowledgements below, but for all purposes effective as of the Effective Date of the Lease, which is September 23, 2008.

LESSOR:

James D. Fordyce

By: James D. Fordyce
Printed Name: James D. Fordyce

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.
an Oklahoma Limited Liability Company

By: Henry J. Hood
Henry J. Hood, Senior Vice President
Land and Legal & General Counsel

LESSEE:

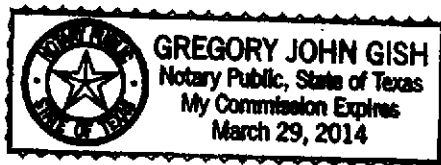
TOTAL E&P USA, INC.,
a Delaware corporation

By: Eric Bonnin
Eric Bonnin, Vice President -
Business Development and Strategy

ACKNOWLEDGEMENTS

STATE OF TEXAS §
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 COUNTY OF TARRANT §

This instrument was acknowledged before me on the 60TH day of OCTOBER 2010, by James D. Fordyce.

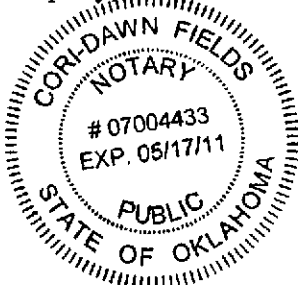


Gregory John Gish
 Notary Public

My Commission Expires: 3/29/14
 My Commission Number: _____

STATE OF OKLAHOMA §
 §
 COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on this 5th day of November, 2010, by Henry J. Hood, as Senior Vice President – Land & Legal and General Counsel of Chesapeake Operating, Inc., general partner of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.

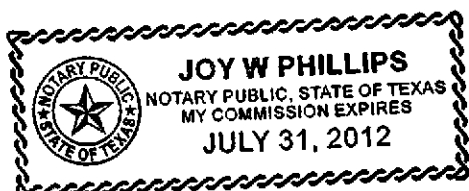


Notary Public, State of OKLAHOMA
 Printed Name: Cori Dawn Fields
 My commission expires: 5-17-2011

STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

Record & Return To:
 Chesapeake Operating, Inc.
 P.O. Box 18496
 Oklahoma City, OK 73154

The foregoing instrument was acknowledged before me this 22nd day of November, 2010, by Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and on behalf of such corporation.



Joy W Phillips
 Notary Public in and for the State of Texas